

DEC 17 '07

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LAW OFFICES OF  
**LOUIS E. GITOMER****SURFACE TRANSPORTATION BOARD**LOUIS E. GITOMER  
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December 17, 2007

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Release, a secondary document, dated as of December 17, 2007. The primary document to which this is connected is recorded under Recordation No. 26945. We request that one copy of this document be recorded under Recordation No. 26945-A.

The name and address of the party to the Partial Release is:

Security Agent:

Plainfield Direct, Inc.  
55 Railroad Avenue  
Greenwich, CT 06830

A description of the equipment covered by the Partial Security consists of two GP-9 locomotives numbered RARW 105 and 106, two GP-39-2 locomotives numbered RARW 1010 and 1011, and two GP-38-2 locomotives numbered RARW 2010 and 2011.

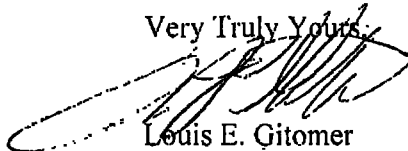
A fee of \$35.00 is enclosed. Please return one copy to:

Louis E. Gitomer  
600 Baltimore Avenue  
Suite 301  
Towson, MD 21204

Honorable Vernon A. Williams  
December 17, 2007  
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A short summary of the document to appear in the index follows: a Partial Release by Plainfield Direct, Inc., 55 Railroad Avenue, Greenwich, CT 06830, covering two GP-9 locomotives numbered RARW 105 and 106, two GP-39-2 locomotives numbered RARW 1010 and 1011, and two GP-38-2 locomotives numbered RARW 2010 and 2011.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name. The signature is stylized with a large, sweeping initial "L" and "G".

Louis E. Gitomer

Enclosure

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## SURFACE TRANSPORTATION BOARD

## PARTIAL RELEASE

THIS PARTIAL RELEASE is made as of December 17, 2007, by PLAINFIELD DIRECT INC. (the "Security Agent").

## WITNESSETH:

1. Plainfield Direct Inc. is the successor-in-interest to Plainfield Offshore Holdings XI Inc.
2. The Security Agent's predecessor in interest and Rarus Railway Company, Patriot Rarus Acquisition Corp., BGM Equipment Company, Inc., and BGME, L.L.C. (the "Security Providers") have entered that certain Security Agreement dated as of April 30, 2007 (the "Security Agreement").
3. A Memorandum of Security Agreement was recorded with the Surface Transportation Board on May 2, 2007 under Recordation No. 26945.
4. Pursuant to the Security Agreement, the Security Providers have requested the Security Agent to execute this Partial Release to evidence for the public record the termination of the Security Agreement, as represented by the Memorandum of Security Agreement, with respect to the Locomotives identified in Exhibit A attached hereto.
5. This Partial Release shall be effective as of the date hereof.

IN WITNESS WHEREOF, the Security Agent has executed or caused this Partial Release to be executed, as of the date first above written.

PLAINFIELD DIRECT INC.  
as Security Agent

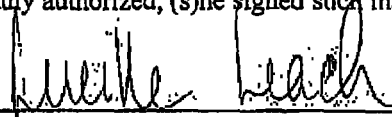
By: [Signature]Name: Thomas X. FritschTitle: Authorized Individual

STATE OF CONNECTICUT

COUNTY OF FAIRFIELD

)  
) ss.  
)

On this 17th day of December, 2007, before me appeared Thomas X. Fritsch, the person who signed this instrument, who acknowledged that (s)he is an Authorized Individual of PLAINFIELD DIRECT INC., and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

  
\_\_\_\_\_  
Notary Public

My commission expires  
Notary Public, State of Connecticut  
Commission Expires October 31, 2008

**EXHIBIT A  
TO PARTIAL RELEASE**

**DESCRIPTION OF LOCOMOTIVES AND REPORTING MARKS**

Two GP-9 four axle 1,850 HP Locomotives numbered RARW 105 and 106

Two GP-39-2 four axle 2,300 HP Locomotives numbered RARW 1010 and 1011

Two GP-38-2 four axle 2,000 HP Locomotives numbered RARW 2010 and 2011